

RAJNISH RETAIL LIMITED

(Formerly known as Sheetal Diamonds Limited)

CIN: L47190MH1994PLC083945



info@rajnishretail.com



Date: 1st July, 2024

To, Department of Corporate Service (DCS-CRD), **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Sub: <u>Submission of Scrutinizers Report and Voting for Postal Ballot of M/s. Rajnish Retail Limited</u> (Formerly known as Sheetal Diamonds Limited)

Ref: Scrip Code 530525

Dear Sir,

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find attached here with Scrutinizers Report and detailed Voting results of the votes casted in e-voting began on Saturday, 1st June, 2024 at 9.00 a.m. (IST) and ended on Sunday, 30th June, 2024 at 5.00 p.m. (IST) through Postal Ballot of the Company.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

FOR M/S. RAJNISH RETAIL LIMITED (Formerly known as Sheetal Diamonds Limited)

Mr. Vijay Kumar Chopra Whole-time Director and Chief Financial Officer DIN: 10337012

Encl.: As above

PS HSPN & ASSOCIATES LLP COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400 (Formerly known as HS ASSOCIATES Unique Code: P2007MH004300) HEMANT S. SHETYE (Designated Partner) B.COM., LLB(Gen.), FCS Insolvency Professional

206, 2nd Floor, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Opp. Lodha Excelus, Lower Parel (E), Mumbai - 400 011. Tel: 022 40026600/40061100 Email: hs@hspnassociates.in Web.: www.hspnassociates.in

SCRUTINIZER'S REPORT

To, The Chairman, **Rajnish Retail Limited (Formerly known as Sheetal Diamonds Limited)** SH-022, Neo Corporate Plaza, Cabin B, Ramchandra Lane Extension, Off Kapolewadi, Malad West, Mumbai, Maharashtra, India-400064.

Sub: <u>Scrutinizer's Report on Postal Ballot conducted through Electronic Voting System</u> as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

M/s. Rajnish Retail Limited (Formerly known as Sheetal Diamonds Limited) (hereinafter referred to as **"the Company"**) vide, resolution passed by its Board of Directors at their meeting held on Wednesday, May 29, 2024, appointed Mr. Hemant S. Shetye (Membership No. FCS 2827 and COP No. 1483), Designated Partner, HSPN & Associates LLP, Practicing Company Secretary, Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28,2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated 5th May, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA") ('herein collectively referred to as MCA Circulars"), the Company has sent the Postal Ballot Notice dated Thursday, December 28, 2023 and Explanatory Statement under Section 102 of the Companies Act, 2013 by email only to members who have registered their e-mail address with the Company/ Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

The Company has published an advertisement on June 1, 2024 in Active Times, an English Newspaper and in Mumbai Lakshadeep, Marathi newspaper regarding completion of dispatch of Notice of Postal Ballot on Friday, May 31, 2024 and also specifying therein the matters prescribed in the rules with regard to e-voting.



The Company has appointed M/s. National Securities Depository Limited for facilitating e-Voting to enable the members to cast their votes electronically (herein referred to as "Remote e-Voting").

Members whose names appeared on the Register of Members / List of Beneficial Owners as on the close of business hours on Saturday, 25th May, 2024 ("Cut-off date") were considered for the purpose of Remote e-Voting. The Remote e-Voting period commenced on Saturday, 1st June, 2024 at 9.00 a.m. (IST) and ended on Sunday, 30th June, 2024 at 5.00 p.m. (IST).

Thereafter, the votes cast by the members under the Remote e-Voting facility were unblocked and downloaded from the e-voting website https://www.evoting.nsdl.com/ in the presence of two witnesses who were not in employment of the Company.

The votes received electronically from members till Sunday, 30th June, 2024 (5.00 p.m.) IST being the last date and time fixed by the Company for postal ballot were considered for my scrutiny. In view of the same, the summary of Remote e-Voting confirmations received is given below:

Resolution No. 1: Special Business – Ordinary Resolution

To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

	Votes in favor of the Resolution			s against the esolution	Invalid Votes Nos.
	Nos. (ii)	As a % of total number of valid votes (Favor and Against){iii =ii / (ii+iv) *100}	Nos. (iv)	As a % of total number of valid votes (Favor and Against) {v =iv/(ii+iv)* 100}	(vi)
To approve Increase in Authorized Share Capital of the Company and consequential amendment in Memorandum of Association of the Company.	70,78,826	99.99	954	0.01	0

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against. Thus, from the above summary, it is concluded that the Ordinary Resolution has been passed with **Requisite Majority**.



Resolution No.2: Special Business - Special Resolution

To approve the issuance of Convertible Warrants on preferential basis:

		avor of the lution	Votes Re	Invalid Votes Nos.	
	Nos. (ii)	As a % of total number of valid votes (Favor and Against){iii=i i / (ii+iv) *100}	Nos. (iv)	As a % of total number of valid votes (Favor and Against) {v = iv/ (ii+iv)* 100}	(vi)
To approve the issuance of Convertible Warrants on preferential basis.	70,78,806	99.99	954	0.01	20

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against.
Since, Mr. Rajnish Kumar Singh is interested in the resolution, is refrain from voting on the resolution. Therefore, his votes considered as Invalid.

Thus, from the above summary, it is concluded that the Special Resolution has been passed with **Requisite Majority**.

Resolution No. 3: Special Business – Ordinary Resolution

To regularize and approve the appointment of Mr. Anandkumar Rameshkumar Jain (DIN: 06473991) as a Whole-Time Director of the Company and remuneration payable to him:

		Votes in favor of the Resolution		Votes against the Resolution		
	Nos. (ii)	As a % of total number of valid votes (Favor and Against){iii=i i / (ii+iv) *100}	Nos. (iv)	As a % of total number of valid votes (Favor and Against) {v = iv/ (ii+iv)* 100}	(vi)	
To regularize and approve the appointment of Mr. Anandkumar Rameshkumar Jain (DIN: 06473991) as a Whole-Time Director of the Company and remuneration payable to him.	70,78,826	99.99	954	0.01	0	

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against. Thus, from the above summary, it is concluded that the Ordinary Resolution has been passed with **Requisite Majority**.



Resolution No. 4: Special Business - Ordinary Resolution

	Votes in favor of the Resolution			against the solution	Invalid Votes Nos.
	Nos. (ii)	As a % of total number of valid votes (Favor and Against) {iii=ii / (ii+iv) *100}	Nos. (iv)	As a % of total number of valid votes(Favor and Against) {v = iv/ (ii+iv)* 100}	(vi)
To approve the transactions with the Company's related parties	70,78,806	99.99	954	0.01	20

To approve the transactions with the Company's related parties:

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against.## Since, Mr. Rajnish Kumar Singh is interested in the resolution, is refrain from voting on the resolution. Therefore, his votes considered as Invalid.

Thus, from the above summary, it is concluded that the Ordinary Resolution has been passed with **Requisite Majority**.

Resolution No. 5: Special Business – Ordinary Resolution

To approve sub-division / split of equity shares of the Company:

		favor of the olution		against the esolution	Invalid Votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and Against) {iii=ii / (ii+iv) *100}	Nos. (iv)	As a % of total number of valid votes(Favor and Against) (v =iv/ (ii+iv)* 100)	
To approve sub-division / split of equity shares of the Company	70,78,826	99.99	954	0.01	0

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against. Thus, from the above summary, it is concluded that the Ordinary Resolution has been passed with **Requisite Majority**.



Resolution No.6: Special Business – Special Resolution

To ratify the pre-preferential holdings of the Allottee belonging the Preferential Issue approved by members on January 27, 2024

		avor of the lution As a % of total number of valid votes (Favor and Against) (iii=ii /	Votes against the Resolution Nos. As a % of (iv) total numb of valid votes (Favo and Against {v = iv/		Invalid Votes Nos. (vi)
To ratify the pre- preferential holdings of the Allottee belonging the Preferential Issue approved by members on January 27, 2024	70,78,826	(ii+iv) *100) 99.99	954	(ii+iv) * 100} 0.01	0

Note: Decimals upto 2 (Two) digits have been considered.

Invalid Votes are not included in calculation of Votes "for" and "against.

Thus, from the above summary, it is concluded that the Special Resolution has been passed with **Requisite Majority**.



A. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

B. Restriction on Use

This report has been issued at the request of the Company for (i) submission to The Bombay Stock Exchange, (ii) placing on website of the Company and (iii) website of National Securities Depository Limited ("NSDL"). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

All the aforesaid resolutions from number 1 to 6 (all inclusive) were passed with requisite majority.

Thanking you.

DATE: 1st JULY, 2024 PLACE: -MUMBAI PEER REVIEW NO. 2507/2022 ICSI UDIN: F002827F000643918



FOR HSPN & ASSOCIATES LLP, COMPANY SECRETARIES,

HEMANT SHETYE DESIGNATED PARTNER FCS. -2827 CP NO. -1483

Name: Piyush Gohel Witness 1 Address: 206, 2nd Floor, Tantia & Jogani Industrial Estate, J. R. Boricha Marg, Mumbai- 400 011, Lower Parel [E]

To be counter signed by

Roment Kume

Mr. Rajnish Kumar Singh Chairman

Name: Suyash Chalke Witness 2 Address: 206, 2nd Floor, Tantia & Jogani Industrial Estate, J. R. Boricha Marg, Mumbai- 400 011, Lower Parel (E)

General information about company						
Scrip code	530525					
NSE Symbol	NA					
MSEI Symbol	NA					
ISIN	INE786J01025					
Name of the company	Rajnish Retail Limited					
Type of meeting	Postal Ballot					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-06-2024					
Start time of the meeting						
End time of the meeting						

Scrutinizer Details						
Name of the Scrutinizer	Hemant Shetye					
Firms Name	HSPN & Associates LLP					
Qualification	CS					
Membership Number	F2827					
Date of Board Meeting in which appointed	29-05-2024					
Date of Issuance of Report to the company	01-07-2024					

Voting results						
Record date	25-05-2024					
Total number of shareholders on record date	5911					
No. of shareholders present in the meeting either in person or through proxy						
a) Promoters and Promoter group						
b) Public						
No. of shareholders attended the meeting through video conferencing						
a) Promoters and Promoter group						
b) Public						
No. of resolution passed in the meeting	6					
Disclosure of notes on voting results						

				Resolution(1)				
Resolution requ	uired: (Ordinary	/ Special)		Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Description of resolution considered				To Increase Author amendment in Mer				sequential	
Category Mode of voting No. of shares held No. of polled			% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
(1) (2)			(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100		
	E-Voting		20	0.0003	20	0	100	0	
Promoter and	Poll	7775002	0	0	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	7775002	20	0.0003	20	0	100	0	
	E-Voting		0	0	0	0	0	0	
Public-	Poll	63200	0	0	0	0	0	0	
Institutions	Postal Ballot (if applicable)	0.200	0	0	0	0	0	0	
	Total	63200	0	0	0	0	0	0	
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135	
Public- Non	Poll	22821798	0	0	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135	
Total 30660000 7079780				23.0913	7078826	954	99.9865	0.0135	
	Whether resolution is Pass or Not.								
				Disclosu	re of notes on	resolution			

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group					
Public Insitutions					
Public - Non Insitutions					

				Resolution(2	;)					
Resolution requ	ired: (Ordinary	/ Special)		Special	Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes							
Description of 1	resolution consid	lered		To approve the issu	uance of Conv	vertible War	rants on preferentia	al basis		
Category Mode of No. of votes voting shares held			% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled			
			(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100		
	E-Voting		20	0.0003	20	0	100	0		
Promoter and	Poll	7775002								
Promoter Group	Postal Ballot (if applicable)	1115002								
	Total	7775002	20	0.0003	20	0	100	0		
	E-Voting		0	0	0	0	0	0		
Public-	Poll	63200	0	0	0	0	0	0		
Institutions	Postal Ballot (if applicable)	0.0200	0	0	0	0	0	0		
	Total	63200	0	0	0	0	0	0		
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135		
Public- Non	Poll	22821798								
Institutions	Postal Ballot (if applicable)									
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135		
Total 30660000 7079780			23.0913	7078826	954	99.9865	0.0135			
	Whether resolution is Pass or Not.					Yes				
				Disclosu	re of notes or	resolution				

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							

				Resolution(.	3)				
Resolution requ	uired: (Ordinary	/ Special)		Ordinary					
Whether promo agenda/resoluti	oter/promoter gr ion?	oup are intere	ested in the	No					
Description of resolution considered			Jain (DIN: 064739	To regularize and approve the appointment of Mr. Anandkumar Rameshkumar Jain (DIN: 06473991) as a Whole-Time Director of the Company and remuneration payable to him:					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
	•	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100	
	E-Voting		20	0.0003	20	0	100	0	
Duo moton on d	Poll								
Promoter and Promoter Group	Postal Ballot (if applicable)	7775002							
	Total	7775002	20	0.0003	20	0	100	0	
	E-Voting		0	0	0	0	0	0	
	Poll	1							
Public- Institutions	Postal Ballot (if applicable)	63200							
	Total	63200	0	0	0	0	0	0	
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135	
	Poll								
Public- Non Institutions	Postal Ballot (if applicable)	22821798							
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135	
	Total	30660000	7079780	23.0913	7078826	954	99.9865	0.0135	
				Whether	resolution is F	ass or Not.	Yes		
				Disclosu	re of notes or	n resolution			

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Institutions							
Public - Non Insitutions							

				Resolution(4	-)			
Resolution requ	ired: (Ordinary	/ Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of	resolution consid	lered		To approve the tran	nsactions with	n the Compa	my's related parties	;
Category		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		20	0.0003	20	0	100	0
Promoter and	Poll	7775002						
Promoter Group	Postal Ballot (if applicable)	1115002						
	Total	7775002	20	0.0003	20	0	100	0
	E-Voting		0	0	0	0	0	0
Public-	Poll	63200						
Institutions	Postal Ballot (if applicable)	0.5200						
	Total	63200	0	0	0	0	0	0
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135
Public- Non	Poll	22821798						
Institutions	Postal Ballot (if applicable)							
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135
	Total	30660000	7079780	23.0913	7078826	954	99.9865	0.0135
				Whether r	esolution is P	ass or Not.	Yes	
				Disclosu	re of notes or	resolution		

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group					
Public Insitutions					
Public - Non Insitutions					

				Resolution(5	5)			
Resolution requ	ired: (Ordinary	/ Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of	resolution consid	lered		To approve sub-div	vision / split c	of equity sha	res of the Company	y
Category Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		20	0.0003	20	0	100	0
Promoter and	Poll	7775002						
Promoter Group	Postal Ballot (if applicable)	. 1115002						
	Total	7775002	20	0.0003	20	0	100	0
	E-Voting		0	0	0	0	0	0
Public-	Poll	63200						
Institutions	Postal Ballot (if applicable)							
	Total	63200	0	0	0	0	0	0
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135
Public- Non	Poll	22821798						
Institutions	Postal Ballot (if applicable)							
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135
	Total 30660000 7079780		7079780	23.0913	7078826	954	99.9865	0.0135
				Whether r	esolution is P	ass or Not.	Yes	
				Disclosu	re of notes or	resolution		

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group					
Public Insitutions					
Public - Non Insitutions					

				Resolution(6)			
Resolution requ	Resolution required: (Ordinary / Special) Special							
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of	resolution consid	lered		To ratify the pre-pr Issue approved by				the Preferential
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
	E-Voting		20	0.0003	20	0	100	0
Promoter and	Poll	7775002						
Promoter Group	Postal Ballot (if applicable)	1112002						
	Total	7775002	20	0.0003	20	0	100	0
	E-Voting	63200	0	0	0	0	0	0
Public-	Poll							
Institutions	Postal Ballot (if applicable)							
	Total	63200	0	0	0	0	0	0
	E-Voting		7079760	31.0219	7078806	954	99.9865	0.0135
Public- Non	Poll	22821798						
Institutions	Postal Ballot (if applicable)							
	Total	22821798	7079760	31.0219	7078806	954	99.9865	0.0135
	Total	30660000	7079780	23.0913	7078826	954	99.9865	0.0135
	Whether resolution is Pass or Not.						Yes	
				Disclosu	re of notes or	resolution		

Details of Invalid Votes							
Category No. of Votes							
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							